

MARVEL
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SECRET INVASION

AVENGERS

THE ULTIMATIVE

**SLOTT
GAGE
CASELLI
RUDONI**



AVENGERS THE INITIATIVE

AFTER STAMFORD, CONNECTICUT WAS DESTROYED DURING A TELEVISED FIGHT BETWEEN THE NEW WARRIORS AND A GROUP OF DANGEROUS VILLAINS, A FEDERAL SUPERHUMAN REGISTRATION ACT WAS PASSED. ALL INDIVIDUALS POSSESSING PARANORMAL ABILITIES MUST NOW REGISTER WITH THE GOVERNMENT. TONY STARK, A.K.A. IRON MAN, HAS BEEN APPOINTED DIRECTOR OF S.H.I.E.L.D., THE INTERNATIONAL PEACEKEEPING FORCE. HE HAS SET IN MOTION THE INITIATIVE, A PLAN FOR TRAINING AND POLICING SUPER HEROES IN THIS BRAVE NEW WORLD, INTENDED TO POSITION A LOCAL SUPER HERO TEAM IN EACH OF AMERICA'S FIFTY STATES.



YELLOWJACKET
DIRECTOR



ANT-MAN
CADET



TRAUMA
COUNSELOR



3-D MAN
GRADUATE



CRUSADER
CADET

Skrulls — an alien race with shape-shifting abilities and an envious eye towards earth. For years, they've been infiltrating our planet, replacing our citizens with spies loyal to their cause. With the recent advancement of the Fifty State Initiative, the Skrulls have manipulated the United States government into helping them place agents across the country — and tighten their grasp on Earth.

SECRET INVASION

The newest recruits of Camp Hammond have taken the base, butting heads with their instructors and learning the ropes. They'd better learn fast, however, as Earth is under siege — Skrulls from across the galaxy have infiltrated our world with their eyes on taking Earth. They've sent their spies into every facet of Earth's defenses — including the Initiative itself. Hank Pym, a.k.a. Yellowjacket, the director of Camp Hammond, is secretly a Skrull impostor, and plans to take the base down from the inside...

Crawford, Texas.
A Few Months Ago.

ONE MAN
VERSUS A SHIP
OF THOUSANDS,
SAVING THE LEADER
OF THE FREE
WORLD.

NOT
BAD.

FROM NOW
ON, THIS IS
WHAT THEY'LL THINK
OF WHENEVER
THEY THINK
OF YOU.

YELLOW-
JACKET?

PYM!!!

HE'S TOTALLY
CLEAR. WHAT'S
HE WAITING
FOR?!

FWOOSH

HEH
OH GHEH
KEH! KEH!

STUPID HUMAN
FLESH!





...AND JUST. NO MATTER WHAT THE COST.

SURGICALLY REMOVE THE TACTIGON? THAT'S CRUEL AND--

WE'RE DOING IT.



DAMN THEIR OWN MORALITY. AND, IN SOME CASES...

CLONE MVP? THAT'S INSANE!

NO, IT IS SCIENCE.



PUT THE TACTIGON ON A CLONE? TOO RISKY.

TOO BAD. YOU'RE OUTVOTED.

...DAMN THEIR COMMON SENSE.



AND I HUMOR THEM. FOR IT SUITS MY PURPOSE TO HAVE THEM BEHOLDEN TO "PYM."

PYM THE ARCHITECT OF THE FIFTY STATES INITIATIVE.



PYM, THE EARTH MAN, WHO PERSONALLY CHOOSES THE ROSTERS OF EACH AND EVERY TEAM.

AS LONG AS YOU CAN KEEP UP YOUR END AT CAMP HAMMOND...



...AND PRODUCE ENOUGH TEAMS FOR FULL NATIONWIDE COVERAGE...

AGREED.



IT WON'T BE LONG UNTIL WE HAVE A SKRULL IN EVERY STATE!

HE LOVES YOU, BRUCE!

Two
Weeks
Ago.

YOU'RE
ON MY
LIST.

SON,
WAIT...

AGAIN, THERE IS NO
"EARTHLY" WAY, THE REAL
PYM COULD SURVIVE
THIS ENCOUNTER.

BUT AS CRITI
NOLL, AS A SUPER-
SKRULL, IT IS SIMPLY
A MATTER OF USING
THE REFLEXES OF THE
BLACK PANTHER...

ZRAKK

...AND
THE SPEED OF
QUICKSILVER...

...AND THIS
WITLESS DOLT
WILL BELIEVE HE'S
INCINERATED ME.

MUCH IN THE SAME WAY
ALL THE OTHER FOOLISH
TERRANS WILL THINK...

...I SHRUNK
OUT OF THE
WAY AGAIN.

GOING DOWN TO THE
SUBATOMIC IS PROVING
TO BE A VERY USEFUL
STRATEGY FOR SQUEAKING
BY THESE CLOSE
CALLS.

I HAVE TO SAY HANK, IT'S
PRETTY IMPRESSIVE. DID
YOU HAVE SOME KIND OF
BREAKTHROUGH?

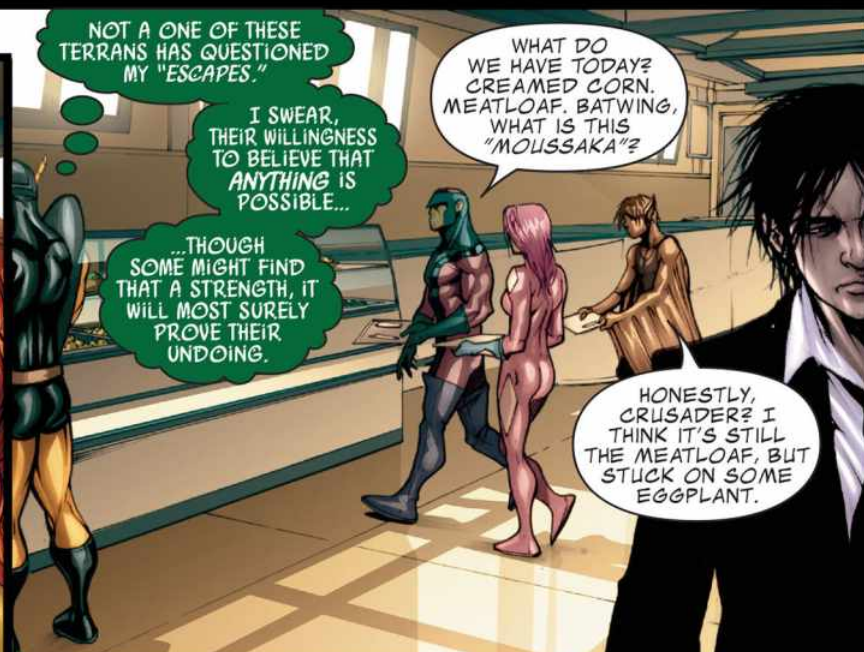
YOU ALWAYS HAD
TROUBLE SHRINKING
DOWN THAT FAR
IN THE PAST.

BY THE
THRONEWORLD,
DOES TIGRA
SUSPECT--?



I GUESS PRACTICE ISN'T JUST GOOD FOR CADETS. IT EVEN HELPS OLD WARHORSES LIKE US IMPROVE OUR POWERS...AMONG OTHER THINGS.

EXCELLENT POINT. WE MAY HAVE TO SCHEDULE A PRACTICE SESSION FOR TONIGHT...UNLESS YOU CALL ME OLD AGAIN.



NOT A ONE OF THESE TERRANS HAS QUESTIONED MY "ESCAPES."

I SWEAR, THEIR WILLINGNESS TO BELIEVE THAT ANYTHING IS POSSIBLE...

...THOUGH SOME MIGHT FIND THAT A STRENGTH, IT WILL MOST SURELY PROVE THEIR UNDOING.

WHAT DO WE HAVE TODAY? CREAMED CORN. MEATLOAF. BATWING, WHAT IS THIS "MOUSSAKA"?

HONESTLY, CRUSADER? I THINK IT'S STILL THE MEATLOAF, BUT STUCK ON SOME EGGPLANT.



I WILL NEVER GET TIRED OF THIS EARTH FOOD. THOUGH I WAS BORN A SKRULL...

...FOR A RACE THAT PRIDES ITSELF ON INFINITE FORMS, WE HAD SURPRISINGLY FEW CHOICES IN WHAT TO EAT.

HOWEVER, THERE ARE TIMES I MISS THE TASTES OF HOME. ESPECIALLY SKRULLIAN T'MANJA BERRIES.



STILL, IF I MIX THESE "STRAWBERRIES" WITH THEIR "PICKLES", IT'S ALMOST THE SAME.



YELLOWJACKET! SORRY, DIRECTOR P.Y.M. I DIDN'T MEAN TO...



STRAWBERRIES AND PICKLES?

SOMETHING WRONG, CRUSADER?



NO, SIR.
EVERYTHING'S
FINE.

BY SL'GURT'S MANY
ARMS! IF HE SEES THIS
HE'LL KNOW
I'M A--

I HAVE
TO USE THE
FREEDOM RING! HAVE
TO CHANGE THE ATOMIC
STRUCTURE OF THIS
FOOD BEFORE
HE--

WHAT DO
YOU HAVE
THERE,
CADET?



GRAPEFRUIT?



THAT'S ODD. I DIDN'T SEE
ANY GRAPEFRUIT HERE
IN THE MESS...

I MUST'VE
TAKEN THE LAST
ONE, SIR.

CAN HE TELL I'M A
SKRULL? CAN HE READ ME?
KLY'BN'S BONES, IF HE'S A
SKRULL, I SURE AS HELL CAN'T--



I CAN PUT IT BACK,
SIR. OR IF YOU WANT IT,
I CAN--

AT EASE,
CADET. IT'S
JUST FRUIT.



HEY, GREER, WHAT
DO YOU THINK SET
THAT OFF?

HANK, YOU'RE
A FOUNDED
AVENGER. THAT'S
PRETTY INTIMIDATING
TO A NEW
CADET.

GIVE HIM
TIME. BEFORE
YOU KNOW IT, HE'LL

"...AND ZIPPING OFF TO JOIN ONE OF THE 50 TEAMS."

Over The Pacific Ocean.

WAS A TIME PEOPLE LOOKED AT ME AND SAW A DISGRACED ATHLETE--A STEROID JOCKEY. NOT ANY MORE. NOW I'M A CERTIFIED TEAM LEADER.



BUT FACE IT, DELROY-- NOTHING MAKES YOU FEEL MORE LIKE A HERO THAN THIS. I HAVEN'T EVEN OPENED IT, AND IT'S STILL THE BEST PRESENT I EVER GOT...



CHUCK--HAL--I CAN'T TELL YOU HOW MUCH IT MEANS THAT YOU CAME TO SEE ME GRADUATE.

I WOULDN'T FEEL RIGHT CALLING MYSELF THE 3-D MAN WITHOUT THE BLESSING OF THE ORIGINAL.



IT'S NOT ABOUT THE POWERS OR WHAT WE THINK, DELROY. IT'S ABOUT BEING A HERO...AND YOU'VE PROVEN YOURSELF MANY TIMES OVER.

YEAH, AND IF YOU CAN DO IT WITHOUT MERGING WITH YOUR BROTHER--OR BEING STUCK IN A PAIR OF KOOKY GLASSES FOR FIFTY YEARS LIKE ME--SO MUCH THE BETTER!

BOY, SEEING ALL THIS MAKES ME WANT TO SIGN UP MYSELF. PRETTY GOOD SHAPE FOR A SENIOR CITIZEN, HUH?



KNOCK IT OFF, CHUCK. YOU'RE A REGULAR JOE NOW. THERE'S NO WAY YOU COULD KEEP UP WITH THESE SUPER-KIDS.

SURE I COULD--I'M "OLD SCHOOL." THAT'S COOL NOW! ASK THE YOUNGSTERS--NOTHING BEATS "OLD SCHOOL."

OH, ACT YOUR AGE AND GIVE DELROY THE PRESENT.



HERE, I KNOW FROM THE AIR FORCE IT CAN BE LONELY GOING TO A NEW POST...SO OPEN IT WHEN YOU GET THERE.

GUESS I'M CLOSE ENOUGH NOW. I'VE BEEN DYING TO SEE WHAT'S IN HERE EVER SINCE--



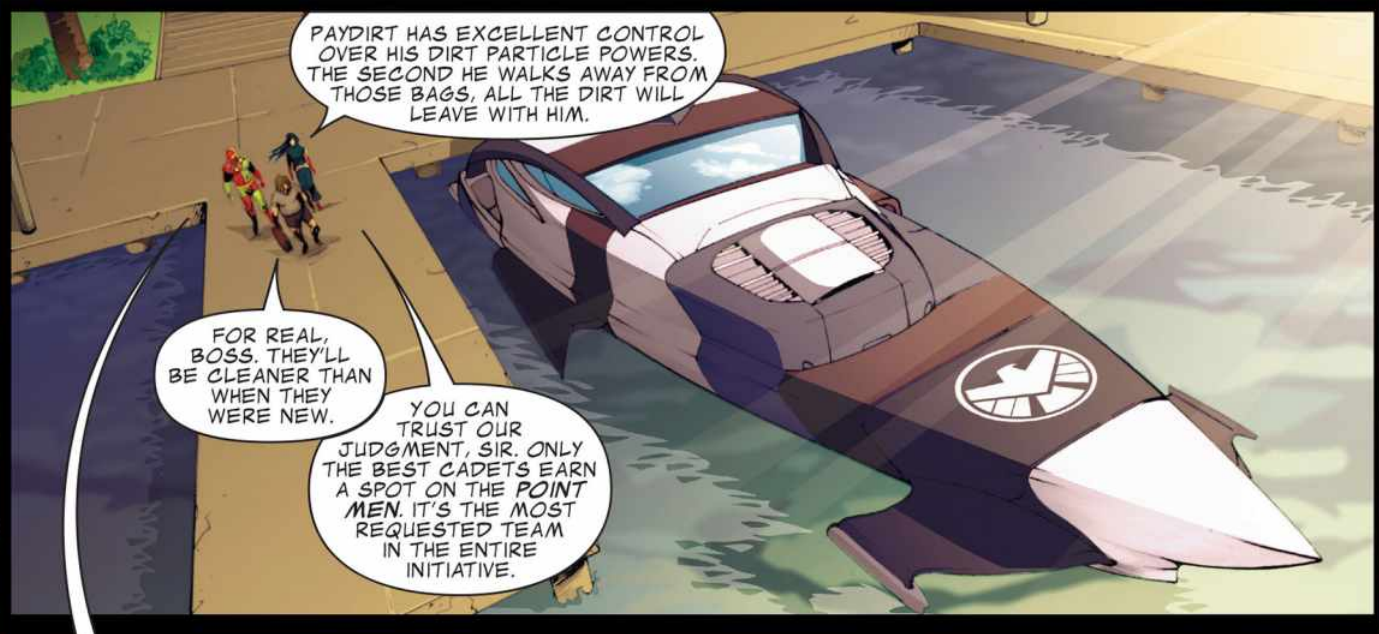




HERE, LET ME GET YOUR LUGGAGE.

UH... THANKS.

HA! YOUR AURA'S GONE ALL YELLOW. THERE'S NOTHING TO WORRY ABOUT, REALLY!



PAYDIRT HAS EXCELLENT CONTROL OVER HIS DIRT PARTICLE POWERS. THE SECOND HE WALKS AWAY FROM THOSE BAGS, ALL THE DIRT WILL LEAVE WITH HIM.

FOR REAL, BOSS. THEY'LL BE CLEANER THAN WHEN THEY WERE NEW.

YOU CAN TRUST OUR JUDGMENT, SIR. ONLY THE BEST CADETS EARN A SPOT ON THE POINT MEN. IT'S THE MOST REQUESTED TEAM IN THE ENTIRE INITIATIVE.

I CAN IMAGINE. THAT'S A PRETTY IMPRESSIVE HEADQUARTERS, TOO... MODELED AFTER HYDROBASE, AM I RIGHT?

GOOD EYE, SIR. WE CALL IT THE LOOKOUT POINT. DON'T LET THE SCENERY FOOL YOU, THOUGH-- THIS JOB'S MORE THAN LUAUS AND BEACH VOLLEYBALL.

WE'RE CALLED THE POINT MEN BECAUSE WE'RE THE FIRST LINE OF DEFENSE AGAINST ANY SUPERHUMAN ATTACK FROM THE EAST.

GIANT MONSTERS FROM JAPAN, INVADING UNDERSEA ARMIES, FIN FANG FOOM...



GIANT MONSTERS? ARE YOU SERIOUS?

DEADLY. THERE'S A REASON WE'VE GOT OUR VERY OWN MONSTER-HUNTER...



DEVIL-SLAYER! COME MEET YOUR NEW TEAM LEADER!

QUIET. SOMETHING EVIL IS STIRRING... I'VE SENSED PORTENTS OF DOOM ALL DAY.



AND THAT'S DEVIL-SLAYER IN A NUTSHELL. NOT EXACTLY THE "ALOHA SPIRIT," BUT WHEN IT'S GO TIME, HE'S WHO YOU WANT AT YOUR BACK.



HE'S DEFINITELY...ECCENTRIC. BUT NIGHTHAWK TOLD ME HE WAS A VALUABLE MEMBER OF THE DEFENDERS, SO I DON'T SEE A PROBLEM.



THE FILE SAID THERE'S ONE MORE MEMBER... MAGNITUDE, I BELIEVE?

ARE YOU KIDDING? WEARING THAT COSTUME IN HAWAII IS A HUGE PROBLEM. HIS FACE IS GONNA SET A NEW RECORD FOR THE WORLD'S UGLIEST TAN LINE!

HE'S IN THE GYM, PRACTICING...AGAIN. THE WAY SOME GUYS ARE ABOUT THEIR PECS, HE IS ABOUT HIS MAGNETIC POWERS.



MAGS! THE NEW BOSS IS HERE. COME SAY HEY.

OH JEEZ, I SHOULD SHOWER FIRST--



THAT'S NOT NECESSARY. I JUST WANT TO INTRODUCE MYSELF, THEN YOU CAN GET BACK TO IT.

ROGER THAT, SIR! I'LL BE RIGHT UP.



I HAVE TO SAY, I'M EXTREMELY IMPRESSED WITH HOW MOTIVATED EVERYONE IS.

WE'D BETTER BE... EVERYBODY WANTS TO BE HERE!

BEING LOCAL GAVE ME A LEG UP, BUT IF I SLACK OFF, THERE'S A DOZEN OTHERS WAITING TO TAKE MY PLACE.

THERE'S A STACK OF TRANSFER REQUESTS ON YOUR DESK AS LONG AS MY DIRT TRAIL. IF WE GET APPROVED FOR ANOTHER SLOT, YOU'LL HAVE YOUR PICK OF THE BEST.

STINGRAY PUT IN A REQUEST TO COME HERE FOR OCEANIC STUDIES AND NAVAL TRAINING. SEEMS LIKE A NATURAL.

PING

TRUE, BUT THERE ARE STILL PLENTY OF STATES IN DESPERATE NEED OF HEROES. LET'S SEE HOW WELL WE DO WITH THE CURRENT ROSTER.

YOU GUYS LOOK PRETTY SHARP. I DON'T WANT TO JINX IT, BUT I'VE GOT A GOOD FEELING ABOUT THIS...

AH, THERE YOU ARE--

--MAGNITUDE?!?

HEY! ALOHA! HOW'S IT HANGIN', DUDES?



Camp Hammond









USING A
METAL WEAPON
AGAINST A MAGNETIC-
POWERED
FOE?



I'M
AMAZED YOU
HUMANS AREN'T
ALREADY
EXTINCT.



KZZAKK



Whoom



UNHHH...

TAKE
MY HAND,
3-D MAN. THE SKRULL
MUST HAVE
FLED. I DON'T
SEE ANY SIGN



THAT'S FUNNY...
...I **DO!**



iM... POSSIBLE.
HOW... DID YOU DETECT ME?



WE... IMPROVED--WE CAN'T... BE DETECTED... BY EARTH MAGIC, POWERS OR S--SCIENCE! HOW...?



SEE THESE GOGGLES? THEY'RE OLD SCHOOL, AND NOTHING...



...BEATS OLD SCHOOL!

Soon...

THE SKRULL HIT US WITH AN ELECTROMAGNETIC PULSE. EVEN THE CONTROLS TO THE NEGATIVE ZONE JUMP GATE ARE FRIED.

WE CAN'T WARN ANYONE, MUCH LESS GET BACK TO CAMP HAMMOND. HOW ARE STAR SIGN AND PAYDIRT?

THEY'RE BADLY HURT, BUT ALIVE...BARELY. I'LL STORE THEM WITHIN THE DIMENSIONAL FOLDS OF MY SHADOW CLOAK.

TIME PASSES SLOWLY THERE. THEY'LL BE STABLE UNTIL I CAN GET THEM PROPER CARE.

DAMN IT, I HAVE TO REACH HEADQUARTERS SOMEHOW!

THAT SKRULL SAID "WE," WHO KNOWS HOW MANY OF THEM HAVE INFILTRATED US?

THERE IS A WAY. MY SHADOW CLOAK CAN TRANSPORT YOU TO CAMP HAMMOND.

BUT I CAN'T JOIN YOU YET. I HAVE TO GET PAYDIRT AND STAR SIGN TO A HOSPITAL.

UNDERSTOOD. AND I AGREE.

DON'T WORRY ABOUT IT. ONCE I GET TO CAMP HAMMOND--

--I'LL HAVE ALL THE HELP I NEED.

Camp Hammond





"WE HAVE MET THE ENEMY, AND THEY ARE *US!*"

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NEXT ISSUE



Brooks
After Cheung
Christina

ZONE

